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**WeRide Inc.**

**文遠知行\***

*(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 0800)**

## **PROPOSED AMENDMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE 2026 SHARE PLAN**

### **PROPOSED AMENDMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to (i) “Waivers and Exemption – Requirements Relating to the Articles of Association” in the prospectus (the “**Prospectus**”) of WeRide Inc. (the “**Company**”) dated October 28, 2025 in connection with the listing (the “**Listing**”) of the Class A Ordinary Shares of the Company on the Stock Exchange, and (ii) the announcement (“**Announcement**”) of the Company dated January 26, 2026 in connection with the record date for the upcoming Class A Meeting, the Class B Meeting and the EGM. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Prospectus and the Announcement.

As disclosed in the Prospectus, in connection with the Listing, the Company applied for, and the Stock Exchange granted, a waiver from strict compliance with the Unmet Articles Requirements, subject to a number of conditions (the “**Waiver**”). As a condition for the Waiver, the Company undertook to seek Shareholders’ approval to amend its Articles of Association to comply with the Unmet Articles Requirements at its first general meeting following the Listing, which should be convened on or before May 6, 2026.

The Class-based Resolution will be proposed at each of the Class A Meeting, the Class B Meeting and the EGM, and the Non-class-based Resolution will be proposed at the EGM.

### **PROPOSED ADOPTION OF THE 2026 SHARE PLAN**

The Company currently maintains one share plan, namely the 2018 Share Plan. The terms of the 2018 Share Plan do not comply with the requirements of Chapter 17 of the Listing Rules, and therefore no further grants may be made under the 2018 Share Plan following the Listing. Accordingly, the Board proposes to adopt the 2026 share plan (the “**2026 Share Plan**”), the terms of which comply with the requirements of Chapter 17 of the Listing Rules. The purpose of the 2026 Share Plan is to attract, incentivize and retain employees, Directors and consultants through the grant of awards.

\* *For identification purpose only*

The maximum number of Class A Ordinary Shares (including treasury Shares) which may be issued or transferred under the 2026 Share Plan shall not exceed 10% of the total issued and outstanding Shares (excluding any treasury Shares) of the Company as at the date of approval of the 2026 Share Plan by the Shareholders (to be equitably adjusted in the event of any share subdivision, consolidation or similar transactions such that the percentage of issued and outstanding Class A Ordinary Shares represented by the limit shall be the same before and after the transactions) (the “**Plan Limit**”).

Out of the Plan Limit, the maximum number of Class A Ordinary Shares (including treasury Shares) which may be issued or transferred under the 2026 Share Plan to consultants shall not exceed 1% of the total issued and outstanding Shares (excluding any treasury Shares) of the Company as at the date of approval of the 2026 Share Plan by the Shareholders (to be equitably adjusted in the event of any share subdivision, consolidation or similar transactions such that the percentage of issued and outstanding Class A Ordinary Shares represented by the limit shall be the same before and after the transactions) (the “**Consultant Sub-limit**”).

The adoption of the 2026 Share Plan is conditional upon: (i) the passing of ordinary resolutions in relation to the 2026 Share Plan by the Shareholders at the EGM, and (ii) the Stock Exchange granting the approval for the listing of, and permission to deal in, any Class A Ordinary Shares on the Stock Exchange which may be issued in respect of awards to be granted in accordance with the terms and conditions of the 2026 Share Plan.

## **SHAREHOLDERS’ APPROVAL AND GENERAL INFORMATION**

The Company will convene the Class A Meeting, the Class B Meeting and the EGM to propose for consideration by the Shareholders and to seek their approval of, among others, the aforesaid matters. Please refer to the circular of the Company for the Class A Meeting, the Class B Meeting and the EGM to be published in due course, which will contain, among others, (i) details of the proposed amendment of the Memorandum and Articles of Association, and (ii) details of the 2026 Share Plan. The proposed amendment of the Memorandum and Articles of Association will become effective upon Shareholders’ approval and adoption of the Class-based Resolution and Non-class-based Resolution at the EGM. Prior to the passing of the relevant resolutions at the EGM, the existing memorandum and articles of association of the Company shall remain in full force and effect.

By order of the Board  
**WeRide Inc.**  
**Dr. Tony Xu Han**  
*Chairman of the Board, Executive  
Director and Chief Executive Officer*

Hong Kong, February 5, 2026

*As at the date of this announcement, the Board comprises Dr. Tony Xu Han and Dr. Yan Li as executive Directors, Mr. Kazuhiro Doi and Mr. Jean-François Salles as non-executive Directors, and Ms. Huiping Yan, Mr. David Zhang and Dr. Tony Fancheong Chan as independent non-executive Directors.*